

CITADEL REALTY AND
DEVELOPERS LIMITED

Corporate Office:
702, Marathon Max,
Mulund-Goregaon Link Road,
Mulund (West), Mumbai - 400 080.
Tel.: +91-22-6724 8484 / 88
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E-mail: marathon@marathonrealty.com
Website: www.marathonrealty.com
CIN: L21010MH1960PLC011764

March 14, 2018

To
The BSE Ltd.
P.J. Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code : 502445

Sub: Voting Result - Postal Ballot

Dear Sirs,


Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Postal Ballot Notice dated February 02, 2018, please find enclosed herewith the Voting Result of Postal Ballot along with the Scrutinizer's Report issued by Mr. Nitin Joshi, Practicing Company Secretary, the Scrutinizer.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Citadel Realty and Developers Limited.


Anuja Dube
Company Secretary and Compliance Officer



1. INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

Date of the AGM/EGM	14.03.2018
Resolutions passed through Postal Ballot on :	
Total number of shareholders on record date	3433
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Agenda - wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No	Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,76,369	1133074	47.68	1133074	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		1243295	52.32	1243295	0	100.00	0.00
	Total	23,76,369	2376369	100.00	2376369	0	100.00	0.00
Public Institutions	E-Voting	1,242	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,242	0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	13,82,376	5399	0.39	5372	27	99.49	0.50
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		3523	0.25	3515	8	99.77	0.22
	Total	13,82,376	8922	0.64	8887	35	99.60	0.39
Total		37,59,987	2385291	63.43	2385256	35	99.99	0.00



2. TO APPROVE THE ISSUE OF BONUS SHARES:

Date of the AGM/EGM	14.03.2018
Resolutions passed through Postal Ballot on :	
Total number of shareholders on record date	3433
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Agenda - wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,76,369	1133074	47.68	1133074	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		1243295	52.32	1243295	0	100.00	0.00
	Total	23,76,369	2376369	100.00	2376369	0	100.00	0.00
Public Institutions	E-Voting	1,242	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0
	Total	1,242	0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-Voting	13,82,376	5396	0.39	5369	27	99.49	0.50
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		3531	0.25	3531	0	99.77	0.00
	Total	13,82,376	8922	0.64	8900	27	99.69	0.30
Total	Total	37,59,987	2385296	63.43	2385269	27	99.99	0.00



3. RELATED PARTY TRANSACTIONS UNDER SECTION 188(1) (D) OF THE COMPANIES ACT, 2013 AND UNDER REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 - AVAILING OR RENDERING OF ANY SERVICES:

Date of the AGM/EGM	14.03.2018
Resolutions passed through Postal Ballot on :	
Total number of shareholders on record date	3433
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Agenda - wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)	Ordinary	Yes	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary	Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
Public Institutions	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	1242	0	0.0000	0	0	0	0
	Poll	1242	0	0.0000	0	0	0	0
Public Non-Institutions	Postal Ballot(if applicable)	1242	0	0.0000	0	0	0	0
	Total	1242	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	1382376	5426	0.3925	699	4727	12.8824	87.1176
	Poll	1382376	0	0.0000	0	0	0	0
Public Non-Institutions	Postal Ballot (if applicable)	1382376	50489	3.6523	48231	2258	95.5277	4.4723
	Total	1382376	55915	4.0448	48930	6985	87.5078	12.4922
Total	Total	1383618	55915	4.0412	48930	6985	87.5078	12.4922



Nitin R. Joshi

**B.COM., LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY**

415, Marathon Max, Next to UdyogKshetra, Jn.Of L.B.S. Marg & Goregoan Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

Date: 14.03.2018

REPORT OF THE SCRUTINIZER

To
The Chairman,
CITADEL REALTY AND DEVELOPERS LIMITED
Marathon Futurex, N.M. Joshi Marg,
Lower Parel,
Mumbai - 400 013.

Dear Sir,

I, Nitin R. Joshi, a Company Secretary in Practice, have been appointed as a scrutinizer for postal ballot voting process including voting by way of electronic means/e-voting (hereinafter referred as "the said Voting Process") by the Board of Directors of Citadel Realty And Developers Limited (the Company) for the purpose of scrutinizing the said Voting Process under the provisions of Section 110 of the Companies Act 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and applicable rules relating to the said voting process on the ordinary resolutions contained in the Postal Ballot Notice (the Notice) issued under Section 110 of the Act dated 02.02.2018. My responsibility as a scrutinizer for the said voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and physical postal ballots received from members.

The Board of Directors of the Company has appointed me as the scrutinizer for the said voting process in respect of the following resolutions:

Resolution No. 1: Ordinary Resolution under sections 61 of the companies Act, 2013, for Increase in Authorized Share Capital and Amendment to Memorandum of Association of the Company.

Resolution No.2: Ordinary Resolution under sections 63 of the Companies Act, 2013 to Approve the Issue of Bonus Shares.



Resolution No.3: Ordinary Resolution under sections 188 (1)(d) of the Companies Act,2013, for availing or Rendering of any services to Related Party.

I further state that:

1. Sending of e-mails or dispatch of the Notices alongwith Postal Ballot Forms to all the Members, whose names appeared in the Register of Members / Records of Depositories as on 02.02.2018, have been completed by the Company on 10.02.2018. The Members of the Company as on cut -off date i.e. Friday, 02.02.2018 were entitle to vote on the resolution contained in the Notice.
2. The Particulars of all postal ballot forms received from the Members have been entered in a separate register maintained for the purpose.
3. The e-voting commenced from Monday, 12.02.2018 (10.00 AM) and ended on Tuesday, 13.03.2018 at (05.00 PM).
4. I have downloaded the data of e-voting after the e-voting module was disabled by the National Securities Depository Limited (NSDL) on 13.03.2018 at 05.00 PM.
5. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
6. All postal ballot forms received up to the close of working hours (i.e. 05.00 PM) on 13.03.2018, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny and none of the envelopes containing the postal ballot forms received after the business hours (i.e. 05.00 PM) on 13.03.2018.
7. The postal ballot envelopes were opened from time to time, under my supervision and the last lot was opened on 13.03.2018 after 05.00 P.M. in the presence of two (2) witnesses not being employees of the Company.
8. The postal Ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company.
9. I did not find any defaced or mutilated ballot paper.
10. A summary of the postal ballot papers and e-voting received is given below:



Result of Resolution No. 1:

Ordinary Resolution under sections 61 of the companies Act, 2013, for Increase in Authorised Share Capital and Amendment to Memorandum of Association of the Company.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	% of Total Votes Polled
Physical Mode					
A	Total Postal Ballot Forms received	23	1246994	34.88	
B	Less :Invalid Postal Ballot Forms	3	168	---	
C	Net Valid Postal Ballot in physical (A-B)	20	1246826	34.88	
Electronic Mode					
D	Total E-voting option received	19	1138500	31.85	
E	Less:- Invalid E-voting option	---	---	---	
F	Net Valid E-voting option (D-E)	19	1138500	31.85	
	Total Net Valid Postal Ballot in Physical and electronic mode (C+F)	39	2385326	66.73	100
G	Postal Ballot Forms with assent for Ordinary Resolution-Physical	16	1246818	34.88	
H	E-voting Options with assent for Ordinary Resolution-Electronic	17	1138473	31.85	
	Total Postal Ballot Forms with assent in physical and electronic mode	33	2385291	66.73	100
I	Postal Ballot Forms with dissent for Ordinary Resolution-Physical	4	8	---	
J	E-voting option with dissent for Ordinary Resolution-Electronic	2	27	---	
	Total Postal Ballot Forms with dissent in Physical and electronic mode	6	35	---	00
In brief total votes cast for the ordinary resolution is 100% and total votes cast against ordinary resolution is NIL and therefore the aforesaid "Ordinary Resolution " has been carried through with the requisite majority.					



Result of Resolution No. 2:

Ordinary Resolution under sections 63 of the Companies Act, 2013 to Approve the Issue of Bonus Shares..

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	% of Total Votes Polled
Physical Mode					
A	Total Postal Ballot Forms received	23	1246994	34.88	
B	Less :Invalid Postal Ballot Forms	3	168	---	
C	Net Valid Postal Ballot in physical (A-B)	20	1246826	34.88	
Electronic Mode					
D	Total E-voting option received	18	1138497	31.85	
E	Less:- Invalid E-voting option	---	---	---	
F	Net Valid E-voting option (D-E)	18	1138497	31.85	
	Total Net Valid Postal Ballot in Physical and electronic mode (C+F)	38	2385323	66.73	100
G	Postal Ballot Forms with assent for Ordinary Resolution-Physical	20	1246826	34.88	
H	E-voting Options with assent for Ordinary Resolution-Electronic	16	1138470	31.85	
	Total Postal Ballot Forms with assent in physical and electronic mode (G+H)	36	2385296	66.73	100
I	Postal Ballot Forms with dissent for Ordinary Resolution-Physical	---	---	---	
J	E-voting option with dissent for Ordinary Resolution-Electronic	2	27	---	
	Total Postal Ballot Forms with dissent in Physical and electronic mode (I+J)	2	27	---	0.00
In brief total votes cast for the ordinary resolution is 100% and total votes cast against ordinary resolution is NIL and therefore the aforesaid "Ordinary Resolution" has been carried through with the requisite majority.					



Result of Resolution No. 3:

Ordinary Resolution under sections 188 (1)(d) of the Companies Act,2013, for availing or Rendering of any services to Related Party.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	% of Total Votes Polled
Physical Mode					
A	Total Postal Ballot Forms received	21	50624	1.41	
B	Less :Invalid Postal Ballot Forms	2	135	0.00	
C	Net Valid Postal Ballot in physical (A-B)	19	50489	1.41	
Electronic Mode					
D	Total E-voting option received	17	5426	0.15	
E	Less:- Invalid E-voting option	---	---	---	
F	Net Valid E-voting option (D-E)	17	5426	0.15	
	Total Net Valid Postal Ballot in Physical and electronic mode (C+F)	35	55915	1.56	100
G	Postal Ballot Forms with assent for Ordinary Resolution-Physical	14	48231	1.35	
H	E-voting Options with assent for Ordinary Resolution-Electronic	13	699	0.02	
	Total Postal Ballot Forms with assent in physical and electronic mode (G+H)	27	48930	1.37	87.51
I	Postal Ballot Forms with dissent for Ordinary Resolution-Physical	5	2258	0.06	
J	E-voting option with dissent for Ordinary Resolution-Electronic	4	4727	0.13	
	Total Postal Ballot Forms with dissent in Physical and electronic mode (I+J)	9	6985	0.19	12.49
In brief total votes cast for the ordinary resolution is 87.51% and total votes cast against an ordinary resolution is 12.49% and therefore the aforesaid "Ordinary Resolution" has been carried through with the requisite majority.					



I further report that as per the Rule 22 of the Companies (Management and Administration) Rules, 2014, I maintained the records including the data as obtained from NSDL for e-voting facility extended by them and also Register recording the consent or otherwise received from the members, voting through Postal Ballot which includes all the particulars of members such as the names, folio number, DP ID/Client ID number of share held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the chairman approves and signs the Minutes of the Meeting.

You may accordingly declare the result of the said Voting Process.

I thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking you,

Yours faithfully,




(NITIN R. JOSHI)
Practicing Company Secretary
FCS 3137
CP 1884

Place : Mumbai
Dated :14.03.2018

For Citadel Realty & Developers Ltd.



C.E.O. & Director.